

**Return of Private Foundation
or Section 4947(a)(1) Nonexempt Charitable Trust
Treated as a Private Foundation**

2012

Note. The foundation may be able to use a copy of this return to satisfy state reporting requirements

For calendar year 2012 or tax year beginning

, and ending

Name of foundation

**The Frederic C. Hamilton
Family Foundation**

Number and street (or P O box number if mail is not delivered to street address)

1560 Broadway Suite 2200**A Employer identification number****54-2099318**

City or town, state, and ZIP code

Denver, CO 80202**G Check all that apply**

<input type="checkbox"/> Initial return	<input type="checkbox"/> Initial return of a former public charity
<input type="checkbox"/> Final return	<input type="checkbox"/> Amended return
<input type="checkbox"/> Address change	<input type="checkbox"/> Name change

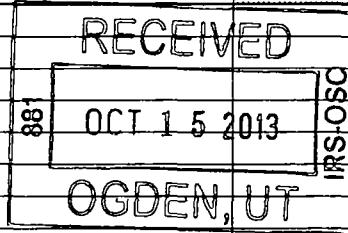
H Check type of organization

<input checked="" type="checkbox"/> Section 501(c)(3) exempt private foundation	<input type="checkbox"/> Other taxable private foundation
<input type="checkbox"/> Section 4947(a)(1) nonexempt charitable trust	<input type="checkbox"/>

**I Fair market value of all assets at end of year
(from Part II, col. (c), line 16)****J Accounting method** Cash Accrual Other (specify) _____**► \$ 35,938,932.** (Part I, column (d) must be on cash basis.)**Part I Analysis of Revenue and Expenses**

(The total of amounts in columns (b), (c), and (d) may not necessarily equal the amounts in column (a))

		(a) Revenue and expenses per books	(b) Net investment income	(c) Adjusted net income	(d) Disbursements for charitable purposes (cash basis only)
Revenue	1 Contributions, gifts, grants, etc., received			N/A	
	2 Check ► <input checked="" type="checkbox"/> if the foundation is not required to attach Sch B				
	3 Interest on savings and temporary cash investments	102,541.	97,753.		Statement 1
	4 Dividends and interest from securities	69,878.	67,540.		Statement 2
	5a Gross rents				
	b Net rental income or (loss)				
	6a Net gain or (loss) from sale of assets not on line 10 Gross sales price for all assets on line 6a	<1,343,191. >			
	6b	4,196,474.			
	7 Capital gain net income (from Part IV, line 2)		0.		
	8 Net short-term capital gain				
	9 Income modifications Gross sales less returns and allowances				
	10a b Less Cost of goods sold				
	c Gross profit or (loss)				
	11 Other income	96,289.	78,938.		Statement 3
	12 Total. Add lines 1 through 11	<1,074,483. >	244,231.		
Operating and Administrative Expenses	13 Compensation of officers, directors, trustees, etc	0.	0.	0.	
	14 Other employee salaries and wages				
	15 Pension plans, employee benefits				
	16a Legal fees				
	b Accounting fees				
	c Other professional fees Stmt 4	52,530.	52,530.		
	17 Interest Stmt 5	1,087.	1,087.		
	18 Taxes	16,359.	3,350.		
	19 Depreciation and depletion				
	20 Occupancy				
	21 Travel, conferences, and meetings				
	22 Printing and publications				
	23 Other expenses Stmt 6	221.	221.		
	24 Total operating and administrative expenses. Add lines 13 through 23	70,197.	57,188.		
	25 Contributions, gifts, grants paid	1,191,617.		1,191,617.	
	26 Total expenses and disbursements. Add lines 24 and 25	1,261,814.	57,188.	1,191,617.	
	27 Subtract line 26 from line 12	<2,336,297. >			
	a Excess of revenue over expenses and disbursements				
	b Net investment income (if negative, enter -0-)		187,043.		
	c Adjusted net income (if negative, enter -0-)			N/A	



gkA

16

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318

Page 2

Part II Balance Sheets		Attached schedules and amounts in the description column should be for end-of-year amounts only	Beginning of year	End of year
		(a) Book Value	(b) Book Value	(c) Fair Market Value
	1 Cash - non-interest-bearing	123,761.	<587,632.>	<587,632.>
	2 Savings and temporary cash investments			
	3 Accounts receivable ►			
	Less allowance for doubtful accounts ►			
	4 Pledges receivable ►			
	Less allowance for doubtful accounts ►			
	5 Grants receivable			
	6 Receivables due from officers, directors, trustees, and other disqualified persons			
	7 Other notes and loans receivable ►			
	Less allowance for doubtful accounts ►			
	8 Inventories for sale or use			
	9 Prepaid expenses and deferred charges			
	10a Investments - U S and state government obligations			
	b Investments - corporate stock Stmt 7	19,404,986.	15,984,798.	23,333,593.
	c Investments - corporate bonds			
	11 Investments - land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	12 Investments - mortgage loans			
	13 Investments - other Stmt 8	10,875,409.	12,670,693.	13,192,971.
	14 Land, buildings, and equipment basis ►			
	Less accumulated depreciation ►			
	15 Other assets (describe ►)			
	16 Total assets (to be completed by all filers)	30,404,156.	28,067,859.	35,938,932.
	17 Accounts payable and accrued expenses			
	18 Grants payable			
	19 Deferred revenue			
	20 Loans from officers, directors, trustees, and other disqualified persons			
	21 Mortgages and other notes payable			
	22 Other liabilities (describe ►)			
	23 Total liabilities (add lines 17 through 22)	0.	0.	
	Foundations that follow SFAS 117, check here ► <input type="checkbox"/> and complete lines 24 through 26 and lines 30 and 31.			
	24 Unrestricted			
	25 Temporarily restricted			
	26 Permanently restricted			
	Foundations that do not follow SFAS 117, check here ► <input checked="" type="checkbox"/> and complete lines 27 through 31.			
	27 Capital stock, trust principal, or current funds	0.	0.	
	28 Paid-in or capital surplus, or land, bldg , and equipment fund	0.	0.	
	29 Retained earnings, accumulated income, endowment, or other funds	30,404,156.	28,067,859.	
	30 Total net assets or fund balances	30,404,156.	28,067,859.	
	31 Total liabilities and net assets/fund balances	30,404,156.	28,067,859.	

Part III Analysis of Changes in Net Assets or Fund Balances

1 Total net assets or fund balances at beginning of year - Part II, column (a), line 30 (must agree with end-of-year figure reported on prior year's return)	1	30,404,156.
2 Enter amount from Part I, line 27a	2	<2,336,297.>
3 Other increases not included in line 2 (itemize) ►	3	0.
4 Add lines 1, 2, and 3	4	28,067,859.
5 Decreases not included in line 2 (itemize) ►	5	0.
6 Total net assets or fund balances at end of year (line 4 minus line 5) - Part II, column (b), line 30	6	28,067,859.

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318

Page 3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold (e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co.)			(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr.)	(d) Date sold (mo., day, yr.)
a					
b	See Attached Statements				
c					
d					
e					
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)		
a					
b					
c					
d					
e	4,196,474.	5,539,665.			<1,343,191.>
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(l) Gains (Col. (h) gain minus col. (k), but not less than -0-) or Losses (from col. (h))		
(l) FMV as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col. (l) over col. (j), if any			
a					
b					
c					
d					
e					<1,343,191.>
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter -0- in Part I, line 7 }		2		<1,343,191.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6) If gain, also enter in Part I, line 8, column (c) If (loss), enter -0- in Part I, line 8	{ }		3		N/A

Part V Qualification Under Section 4940(e) for Reduced Tax on Net Investment Income

(For optional use by domestic private foundations subject to the section 4940(a) tax on net investment income)

If section 4940(d)(2) applies, leave this part blank

Was the foundation liable for the section 4942 tax on the distributable amount of any year in the base period?

Yes No

If "Yes," the foundation does not qualify under section 4940(e). Do not complete this part

1 Enter the appropriate amount in each column for each year, see the instructions before making any entries

(a) Base period years Calendar year (or tax year beginning in)	(b) Adjusted qualifying distributions	(c) Net value of noncharitable-use assets	(d) Distribution ratio (col. (b) divided by col. (c))
2011	7,094,078.	37,612,377.	.188610
2010	781,217.	39,853,805.	.019602
2009	2,339,200.	34,507,048.	.067789
2008	2,510,696.	36,754,305.	.068310
2007	2,048,559.	37,785,699.	.054215

2 Total of line 1, column (d)

2 .398526

3 Average distribution ratio for the 5-year base period - divide the total on line 2 by 5, or by the number of years the foundation has been in existence if less than 5 years

3 .079705

4 Enter the net value of noncharitable-use assets for 2012 from Part X, line 5

4 35,334,096.

5 Multiply line 4 by line 3

5 2,816,304.

6 Enter 1% of net investment income (1% of Part I, line 27b)

6 1,870.

7 Add lines 5 and 6

7 2,818,174.

8 Enter qualifying distributions from Part XII, line 4

8 1,191,617.

If line 8 is equal to or greater than line 7, check the box in Part VI, line 1b, and complete that part using a 1% tax rate
See the Part VI instructions

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318 Page 4

Part VI Excise Tax Based on Investment Income (Section 4940(a), 4940(b), 4940(e), or 4948 - see instructions)

1a Exempt operating foundations described in section 4940(d)(2), check here ► <input type="checkbox"/> and enter "N/A" on line 1	Date of ruling or determination letter _____ (attach copy of letter if necessary-see instructions)	1	3,741.
b Domestic foundations that meet the section 4940(e) requirements in Part V, check here ► <input type="checkbox"/> and enter 1% of Part I, line 27b			
c All other domestic foundations enter 2% of line 27b Exempt foreign organizations enter 4% of Part I, line 12, col (b)			
2 Tax under section 511 (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		2	0.
3 Add lines 1 and 2		3	3,741.
4 Subtitle A (income) tax (domestic section 4947(a)(1) trusts and taxable foundations only Others enter -0-)		4	0.
5 Tax based on investment income. Subtract line 4 from line 3 If zero or less, enter -0-		5	3,741.
6 Credits/Payments			
a 2012 estimated tax payments and 2011 overpayment credited to 2012	6a	14,000.	
b Exempt foreign organizations - tax withheld at source	6b		
c Tax paid with application for extension of time to file (Form 8868)	6c		
d Backup withholding erroneously withheld	6d	1,502.	
7 Total credits and payments Add lines 6a through 6d		7	15,502.
8 Enter any penalty for underpayment of estimated tax Check here <input checked="" type="checkbox"/> if Form 2220 is attached		8	
9 Tax due. If the total of lines 5 and 8 is more than line 7, enter amount owed		9	
10 Overpayment. If line 7 is more than the total of lines 5 and 8, enter the amount overpaid		10	11,761.
11 Enter the amount of line 10 to be Credited to 2013 estimated tax ►	11,761.	Refunded ►	11 0.

Part VII-A Statements Regarding Activities

1a During the tax year, did the foundation attempt to influence any national, state, or local legislation or did it participate or intervene in any political campaign?	Yes	No
b Did it spend more than \$100 during the year (either directly or indirectly) for political purposes (see instructions for definition)? <i>If the answer is "Yes" to 1a or 1b, attach a detailed description of the activities and copies of any materials published or distributed by the foundation in connection with the activities.</i>	1a	X
c Did the foundation file Form 1120-POL for this year?	1b	X
d Enter the amount (if any) of tax on political expenditures (section 4955) imposed during the year (1) On the foundation ► \$ 0. (2) On foundation managers ► \$ 0.	1c	X
e Enter the reimbursement (if any) paid by the foundation during the year for political expenditure tax imposed on foundation managers ► \$ 0.		
2 Has the foundation engaged in any activities that have not previously been reported to the IRS? <i>If "Yes," attach a detailed description of the activities.</i>	2	X
3 Has the foundation made any changes, not previously reported to the IRS, in its governing instrument, articles of incorporation, or bylaws, or other similar instruments? <i>If "Yes," attach a conformed copy of the changes</i>	3	X
4a Did the foundation have unrelated business gross income of \$1,000 or more during the year?	4a	X
b If "Yes," has it filed a tax return on Form 990-T for this year?	4b	X
5 Was there a liquidation, termination, dissolution, or substantial contraction during the year? <i>If "Yes," attach the statement required by General Instruction T.</i>	5	X
6 Are the requirements of section 508(e) (relating to sections 4941 through 4945) satisfied either • By language in the governing instrument, or • By state legislation that effectively amends the governing instrument so that no mandatory directions that conflict with the state law remain in the governing instrument?	6	X
7 Did the foundation have at least \$5,000 in assets at any time during the year? <i>If "Yes," complete Part II, col (c), and Part XV</i>	7	X
8a Enter the states to which the foundation reports or with which it is registered (see instructions) ► CO	8b	X
b If the answer is "Yes" to line 7, has the foundation furnished a copy of Form 990-PF to the Attorney General (or designate) of each state as required by General Instruction G? <i>If "No," attach explanation</i>	9	X
9 Is the foundation claiming status as a private operating foundation within the meaning of section 4942(j)(3) or 4942(j)(5) for calendar year 2012 or the taxable year beginning in 2012 (see instructions for Part XIV)? <i>If "Yes," complete Part XIV</i>	10	X
10 Did any persons become substantial contributors during the tax year? <i>If "Yes," attach a schedule listing their names and addresses</i>		

Form 990-PF (2012)

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318

Page 5

Part VII-A Statements Regarding Activities (continued)

11	At any time during the year, did the foundation, directly or indirectly, own a controlled entity within the meaning of section 512(b)(13)? If "Yes," attach schedule (see instructions)	<input checked="" type="checkbox"/> 11	<input type="checkbox"/>	X
12	Did the foundation make a distribution to a donor advised fund over which the foundation or a disqualified person had advisory privileges? If "Yes," attach statement (see instructions)	<input type="checkbox"/> 12	<input type="checkbox"/>	X
13	Did the foundation comply with the public inspection requirements for its annual returns and exemption application? Website address ► Not Applicable	<input type="checkbox"/> 13	<input checked="" type="checkbox"/> X	
14	The books are in care of ► The Foundation Located at ► 1560 Broadway Suite 2200 , Denver, CO	Telephone no ► (303) 863-3000 ZIP+4 ► 80202		
15	Section 4947(a)(1) nonexempt charitable trusts filing Form 990-PF in lieu of Form 1041 - Check here and enter the amount of tax-exempt interest received or accrued during the year	► <input type="checkbox"/> 15	N/A	► <input type="checkbox"/>
16	At any time during calendar year 2012, did the foundation have an interest in or a signature or other authority over a bank, securities, or other financial account in a foreign country? See the instructions for exceptions and filing requirements for Form TD F 90-22 1 If "Yes," enter the name of the foreign country ►	<input type="checkbox"/> 16	<input checked="" type="checkbox"/> Yes	<input type="checkbox"/> No X

Part VII-B Statements Regarding Activities for Which Form 4720 May Be Required

	File Form 4720 if any item is checked in the "Yes" column, unless an exception applies.	Yes	No
1a	During the year did the foundation (either directly or indirectly)		
(1)	Engage in the sale or exchange, or leasing of property with a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(2)	Borrow money from, lend money to, or otherwise extend credit to (or accept it from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(3)	Furnish goods, services, or facilities to (or accept them from) a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(4)	Pay compensation to, or pay or reimburse the expenses of, a disqualified person?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(5)	Transfer any income or assets to a disqualified person (or make any of either available for the benefit or use of a disqualified person)?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
(6)	Agree to pay money or property to a government official? (Exception. Check "No" if the foundation agreed to make a grant to or to employ the official for a period after termination of government service, if terminating within 90 days)	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If any answer is "Yes" to 1a(1)-(6), did any of the acts fail to qualify under the exceptions described in Regulations section 53.4941(d)-3 or in a current notice regarding disaster assistance (see instructions)? Organizations relying on a current notice regarding disaster assistance check here	N/A	► <input type="checkbox"/>
c	Did the foundation engage in a prior year in any of the acts described in 1a, other than excepted acts, that were not corrected before the first day of the tax year beginning in 2012?	1c	<input checked="" type="checkbox"/> X
2	Taxes on failure to distribute income (section 4942) (does not apply for years the foundation was a private operating foundation defined in section 4942(j)(3) or 4942(j)(5))		
a	At the end of tax year 2012, did the foundation have any undistributed income (lines 6d and 6e, Part XIII) for tax year(s) beginning before 2012? If "Yes," list the years ►	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	Are there any years listed in 2a for which the foundation is not applying the provisions of section 4942(a)(2) (relating to incorrect valuation of assets) to the year's undistributed income? (If applying section 4942(a)(2) to all years listed, answer "No" and attach statement - see instructions)	N/A	2b
c	If the provisions of section 4942(a)(2) are being applied to any of the years listed in 2a, list the years here ►		
3a	Did the foundation hold more than a 2% direct or indirect interest in any business enterprise at any time during the year?	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
b	If "Yes," did it have excess business holdings in 2012 as a result of (1) any purchase by the foundation or disqualified persons after May 26, 1969, (2) the lapse of the 5-year period (or longer period approved by the Commissioner under section 4943(c)(7)) to dispose of holdings acquired by gift or bequest, or (3) the lapse of the 10-, 15-, or 20-year first phase holding period? (Use Schedule C, Form 4720, to determine if the foundation had excess business holdings in 2012)	N/A	3b
4a	Did the foundation invest during the year any amount in a manner that would jeopardize its charitable purposes?	4a	<input checked="" type="checkbox"/> X
b	Did the foundation make any investment in a prior year (but after December 31, 1969) that could jeopardize its charitable purpose that had not been removed from jeopardy before the first day of the tax year beginning in 2012?	4b	<input checked="" type="checkbox"/> X

Form 990-PF (2012)

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318

Page 6

Part VII-B | Statements Regarding Activities for Which Form 4720 May Be Required (continued)

5a During the year did the foundation pay or incur any amount to

- (1) Carry on propaganda, or otherwise attempt to influence legislation (section 4945(e))? Yes No
- (2) Influence the outcome of any specific public election (see section 4955), or to carry on, directly or indirectly, any voter registration drive? Yes No
- (3) Provide a grant to an individual for travel, study, or other similar purposes? Yes No
- (4) Provide a grant to an organization other than a charitable, etc., organization described in section 509(a)(1), (2), or (3), or section 4940(d)(2)? Yes No
- (5) Provide for any purpose other than religious, charitable, scientific, literary, or educational purposes, or for the prevention of cruelty to children or animals? Yes No

b If any answer is "Yes" to 5a(1)-(5), did any of the transactions fail to qualify under the exceptions described in Regulations section 53.4945 or in a current notice regarding disaster assistance (see instructions)?

Organizations relying on a current notice regarding disaster assistance check here

N/A



5b

c If the answer is "Yes" to question 5a(4), does the foundation claim exemption from the tax because it maintained expenditure responsibility for the grant?

N/A

Yes No

If "Yes," attach the statement required by Regulations section 53.4945-5(d).

6a Did the foundation, during the year, receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?

Yes No

6b



b Did the foundation, during the year, pay premiums, directly or indirectly, on a personal benefit contract?

If "Yes" to 6b, file Form 8870.

Yes No

N/A

7b

7a At any time during the tax year, was the foundation a party to a prohibited tax shelter transaction?

b If "Yes," did the foundation receive any proceeds or have any net income attributable to the transaction?

Part VIII | Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors

1 List all officers, directors, trustees, foundation managers and their compensation.

(a) Name and address	(b) Title, and average hours per week devoted to position	(c) Compensation (If not paid, enter -0-)	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
See Statement 9		0.	0.	0.

2 Compensation of five highest-paid employees (other than those included on line 1). If none, enter "NONE."

(a) Name and address of each employee paid more than \$50,000	(b) Title, and average hours per week devoted to position	(c) Compensation	(d) Contributions to employee benefit plans and deferred compensation	(e) Expense account, other allowances
NONE				

Total number of other employees paid over \$50,000



0

Form 990-PF (2012)

Part VIII**Information About Officers, Directors, Trustees, Foundation Managers, Highly Paid Employees, and Contractors (continued)**

3 Five highest-paid independent contractors for professional services. If none, enter "NONE."

(a) Name and address of each person paid more than \$50,000	(b) Type of service	(c) Compensation
NONE		

Total number of others receiving over \$50,000 for professional services ► 0

Part IX-A Summary of Direct Charitable Activities

List the foundation's four largest direct charitable activities during the tax year. Include relevant statistical information such as the number of organizations and other beneficiaries served, conferences convened, research papers produced, etc.

	Expenses
1 N/A	
2	
3	
4	

Part IX-B Summary of Program-Related Investments

Describe the two largest program-related investments made by the foundation during the tax year on lines 1 and 2

	Amount
1 N/A	
2	
3	
All other program-related investments. See instructions	
Total. Add lines 1 through 3	0.

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318 Page 8

Part X Minimum Investment Return (All domestic foundations must complete this part. Foreign foundations, see instructions)

1 Fair market value of assets not used (or held for use) directly in carrying out charitable, etc , purposes		
a Average monthly fair market value of securities	1a	32,874,052.
b Average of monthly cash balances	1b	2,998,127.
c Fair market value of all other assets	1c	
d Total (add lines 1a, b, and c)	1d	35,872,179.
e Reduction claimed for blockage or other factors reported on lines 1a and 1c (attach detailed explanation)	1e	0.
2 Acquisition indebtedness applicable to line 1 assets	2	0.
3 Subtract line 2 from line 1d	3	35,872,179.
4 Cash deemed held for charitable activities Enter 1 1/2% of line 3 (for greater amount, see instructions)	4	538,083.
5 Net value of noncharitable-use assets. Subtract line 4 from line 3 Enter here and on Part V, line 4	5	35,334,096.
6 Minimum investment return. Enter 5% of line 5	6	1,766,705.

Part XI Distributable Amount (see instructions) (Section 4942(j)(3) and (j)(5) private operating foundations and certain foreign organizations check here ► and do not complete this part)

1 Minimum investment return from Part X, line 6		1	1,766,705.
2a Tax on investment income for 2012 from Part VI, line 5	2a	3,741.	
b Income tax for 2012 (This does not include the tax from Part VI)	2b	3,946.	
c Add lines 2a and 2b	2c		7,687.
3 Distributable amount before adjustments Subtract line 2c from line 1	3		1,759,018.
4 Recoveries of amounts treated as qualifying distributions	4		0.
5 Add lines 3 and 4	5		1,759,018.
6 Deduction from distributable amount (see instructions)	6		0.
7 Distributable amount as adjusted Subtract line 6 from line 5 Enter here and on Part XIII, line 1	7		1,759,018.

Part XII Qualifying Distributions (see instructions)

1 Amounts paid (including administrative expenses) to accomplish charitable, etc , purposes		1a	1,191,617.
a Expenses, contributions, gifts, etc - total from Part I, column (d), line 26	1b		0.
b Program-related investments - total from Part IX-B	2		
2 Amounts paid to acquire assets used (or held for use) directly in carrying out charitable, etc , purposes			
3 Amounts set aside for specific charitable projects that satisfy the		3a	
a Suitability test (prior IRS approval required)	3b		
b Cash distribution test (attach the required schedule)	4		1,191,617.
4 Qualifying distributions. Add lines 1a through 3b Enter here and on Part V, line 8, and Part XIII, line 4		5	
5 Foundations that qualify under section 4940(e) for the reduced rate of tax on net investment income Enter 1% of Part I, line 27b		6	0.
6 Adjusted qualifying distributions. Subtract line 5 from line 4			1,191,617.

Note. The amount on line 6 will be used in Part V, column (b), in subsequent years when calculating whether the foundation qualifies for the section 4940(e) reduction of tax in those years

Form 990-PF (2012)

Part XIII Undistributed Income (see instructions)

	(a) Corpus	(b) Years prior to 2011	(c) 2011	(d) 2012
1 Distributable amount for 2012 from Part XI, line 7				1,759,018.
2 Undistributed income, if any, as of the end of 2012			0.	
a Enter amount for 2011 only				
b Total for prior years		0.		
3 Excess distributions carryover, if any, to 2012				
a From 2007	230,634.			
b From 2008	711,291.			
c From 2009	845,811.			
d From 2010				
e From 2011	5,241,309.			
f Total of lines 3a through e	7,029,045.			
4 Qualifying distributions for 2012 from Part XII, line 4 ► \$ 1,191,617.			0.	
a Applied to 2011, but not more than line 2a				
b Applied to undistributed income of prior years (Election required - see instructions)		0.		
c Treated as distributions out of corpus (Election required - see instructions)	0.			
d Applied to 2012 distributable amount				1,191,617.
e Remaining amount distributed out of corpus	0.			
5 Excess distributions carryover applied to 2012 (If an amount appears in column (d), the same amount must be shown in column (a))	567,401.			567,401.
6 Enter the net total of each column as indicated below	6,461,644.			
a Corpus Add lines 3f, 4c, and 4e Subtract line 5			0.	
b Prior years' undistributed income Subtract line 4b from line 2b			0.	
c Enter the amount of prior years' undistributed income for which a notice of deficiency has been issued, or on which the section 4942(a) tax has been previously assessed			0.	
d Subtract line 6c from line 6b Taxable amount - see instructions			0.	
e Undistributed income for 2011 Subtract line 4a from line 2a Taxable amount - see instr				0.
f Undistributed income for 2012 Subtract lines 4d and 5 from line 1 This amount must be distributed in 2013				0.
7 Amounts treated as distributions out of corpus to satisfy requirements imposed by section 170(b)(1)(F) or 4942(g)(3)	0.			
8 Excess distributions carryover from 2007 not applied on line 5 or line 7	0.			
9 Excess distributions carryover to 2013. Subtract lines 7 and 8 from line 6a	6,461,644.			
10 Analysis of line 9				
a Excess from 2008	374,524.			
b Excess from 2009	845,811.			
c Excess from 2010				
d Excess from 2011	5,241,309.			
e Excess from 2012				

Part XIV **Private Operating Foundations** (see Instructions and Part VII-A, question 9)

N/A

Part XV **Supplementary Information** (Complete this part only if the foundation had \$5,000 or more in assets at any time during the year—see instructions.)

1 Information Regarding Foundation Managers:

a List any managers of the foundation who have contributed more than 2% of the total contributions received by the foundation before the close of any tax year (but only if they have contributed more than \$5,000) (See section 507(d)(2))

See Statement 10

b List any managers of the foundation who own 10% or more of the stock of a corporation (or an equally large portion of the ownership of a partnership or other entity) of which the foundation has a 10% or greater interest

None

2 Information Regarding Contribution, Grant, Gift, Loan, Scholarship, etc., Programs:

Check here ► if the foundation only makes contributions to preselected charitable organizations and does not accept unsolicited requests for funds. If the foundation makes gifts, grants, etc. (see instructions) to individuals or organizations under other conditions, complete items 2a, b, c, and d.

a. The name, address, and telephone number or e-mail of the person to whom applications should be addressed.

b. The form in which applications should be submitted and information and materials they should include

6 Any submission deadlines

d Any restrictions or limitations on awards, such as by geographical areas, charitable fields, kinds of institutions, or other factors.

The Frederic C. Hamilton
Family Foundation

Form 990-PF (2012)

54-2099318 Page 11

Part XV Supplementary Information (continued)

3 Grants and Contributions Paid During the Year or Approved for Future Payment

Recipient	If recipient is an individual, show any relationship to any foundation manager or substantial contributor	Foundation status of recipient	Purpose of grant or contribution	Amount
Name and address (home or business)				
a Paid during the year				
See Schedule 1 Attached				1,191,617.
Total			► 3a	1,191,617.
b Approved for future payment				
None				
Total			► 3b	0.

Part XVI-A Analysis of Income-Producing Activities

Enter gross amounts unless otherwise indicated	Unrelated business income		Excluded by section 512, 513, or 514		(e) Related or exempt function income
	(a) Business code	(b) Amount	(c) Exclu- sion code	(d) Amount	
1 Program service revenue					
a					
b					
c					
d					
e					
f					
g Fees and contracts from government agencies					
2 Membership dues and assessments					
3 Interest on savings and temporary cash investments	900000	4,788.	14	97,753.	
4 Dividends and interest from securities	900000	2,338.	14	67,540.	
5 Net rental income or (loss) from real estate					
a Debt-financed property					
b Not debt-financed property					
6 Net rental income or (loss) from personal property					
7 Other investment income	900000	17,349.	14	78,940.	
8 Gain or (loss) from sales of assets other than inventory	900000	5,166.	18	<1,348,357.>	
9 Net income or (loss) from special events					
10 Gross profit or (loss) from sales of inventory					
11 Other revenue					
a					
b					
c					
d					
e					
12 Subtotal Add columns (b), (d), and (e)		29,641.		<1,104,124.>	0.
13 Total. Add line 12, columns (b), (d), and (e)				13 <1,074,483.>	
(See worksheet in line 13 instructions to verify calculations)					

Relationship of Activities to the Accomplishment of Exempt Purposes

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co	(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
a From Partnerships	P		
b From Partnerships	P		
c Northern Trust	P		
d Evercore Diversified Holdings	P		
e Bain Absolute Capital	P	07/05/11	11/16/12
f Bay Resource Partners	P	12/31/09	10/05/12
g Axial Capital Offshore	P	06/01/09	04/24/12
h Blue Gold Global	P	06/01/09	01/23/12
i Brevan Howard Emerging Market	P	10/30/09	02/24/12
j Expo Health Science	P	06/01/09	07/11/12
k Geosphere Fund	P	03/03/08	05/04/12
l Indus Asia Pacific	P	07/01/02	05/07/12
m Moore Macro Managers	P	05/02/11	05/31/12
n Shepard Investment Int'l	P	06/03/03	Various
o Samlyn Offshore	P	07/01/09	03/26/12

(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)
a		1,339.	<1,339.>
b	339,831.		339,831.
c		15,505.	<15,505.>
d		175,247.	<175,247.>
e	656,509.	650,000.	6,509.
f	546,824.	500,000.	46,824.
g	388,076.	627,656.	<239,580.>
h	710,510.	1,000,000.	<289,490.>
i	111,846.	119,715.	<7,869.>
j	938,796.	1,000,000.	<61,204.>
k	26,570.		26,570.
l	4,257.	3,283.	974.
m	287,054.	290,000.	<2,946.>
n	4,565.		4,565.
o	101,102.	90,086.	11,016.

Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69

(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any	(l) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")
a			<1,339.>
b			339,831.
c			<15,505.>
d			<175,247.>
e			6,509.
f			46,824.
g			<239,580.>
h			<289,490.>
i			<7,869.>
j			<61,204.>
k			26,570.
l			974.
m			<2,946.>
n			4,565.
o			11,016.

2 Capital gain net income or (net capital loss) { If gain, also enter in Part I, line 7
If (loss), enter "-0-" in Part I, line 7 }

3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)
If gain, also enter in Part I, line 8, column (c)
If (loss), enter "-0-" in Part I, line 8 }

2

3

Part IV Capital Gains and Losses for Tax on Investment Income

(a) List and describe the kind(s) of property sold, e.g., real estate, 2-story brick warehouse, or common stock, 200 shs MLC Co		(b) How acquired P - Purchase D - Donation	(c) Date acquired (mo., day, yr)	(d) Date sold (mo., day, yr)
1a	Swiftcurrent Offshore	P	01/02/02	12/19/12
b	Steelmill Ltd.	P	12/31/10	05/01/12
c	Tiger Asia Overseas	P	02/01/02	Various
d	G-Star 2004-4	P	08/06/04	12/31/12
e	From Partnerships			
f	From Partnerships			
g				
h				
i				
j				
k				
l				
m				
n				
o				
(e) Gross sales price	(f) Depreciation allowed (or allowable)	(g) Cost or other basis plus expense of sale	(h) Gain or (loss) (e) plus (f) minus (g)	
a 232.				232.
b 11,822.		72,000.		<60,178.>
c 68,480.				68,480.
d		1,000,000.		<1,000,000.>
e		<3,106.>		3,106.
f		<2,060.>		2,060.
g				
h				
i				
j				
k				
l				
m				
n				
o				
Complete only for assets showing gain in column (h) and owned by the foundation on 12/31/69			(I) Losses (from col (h)) Gains (excess of col (h) gain over col (k), but not less than "-0-")	
(i) F M V as of 12/31/69	(j) Adjusted basis as of 12/31/69	(k) Excess of col (i) over col (j), if any		
a				232.
b				<60,178.>
c				68,480.
d				<1,000,000.>
e				3,106.
f				2,060.
g				
h				
i				
j				
k				
l				
m				
n				
o				
2 Capital gain net income or (net capital loss)	{ If gain, also enter in Part I, line 7 If (loss), enter "-0-" in Part I, line 7 }		2	<1,343,191.>
3 Net short-term capital gain or (loss) as defined in sections 1222(5) and (6)	{ If gain, also enter in Part I, line 8, column (c) If (loss), enter "-0-" in Part I, line 8 }		3	N/A

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
1000 Friends of Florida PO Box 5948	Tallahassee, FL 32314-5948	1,000
564 Park Avenue Preservation Foundation 564 Park Avenue	New York, NY 10065	2,250
Alliance for Choice in Education 1201 E. Colfax Avenue, Suite 302	Denver, CO 80218	11,500
Atlantic Salmon Federation (U.S.) PO Box 807, PO Box 807	Calais, ME 04619-0807	2,500
Atlantic Salmon Federation (U.S.), Moise River PO Box 807, PO Box 807	Calais, ME 04619-0807	5,000
Babson College PO Box 57310, PO Box 57310	Babson Park, MA 02457-0310	3,000
Boys & Girls Clubs 2017 West 9th Avenue	Denver, CO 80204	9,000
Caesar Kleberg Wildlife Research Institute, General Fund c/o Texas A&M University Kingsville 700 University Blvd., MSC 218	Kingsville, TX 78363-8202	2,000
Central City Opera 400 So. Colorado Blvd., #530	Denver, CO 80246	1,000
Childrens Hospital Foundation, Gala 2012 13123 E. 16th Avenue B045	Aurora, CO 80045	25,000
Colorado Rocky Mountain School, 2011-2012 Annual Fund 1493 County Road 106	Carbondale, CO 81623	5,000
Connecticut College 270 Mohegan Avenue	New London, CT 06320-4196	4,000
Conservation Fund 1942 Broadway Street, Suite 323	Boulder, CO 80302	1,000
CurePSP, Karen's Hope 30 E. Padonia Road, Suite 201	Timonium, MD 21093	1,000
Delta Waterfowl Foundation PO Box 3128	Bismarck, ND 58502	2,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Denver Area Council Boy Scouts of America, Golden Eagle 10455 W. 6th Avenue, Suite 100	Denver, CO 80215-5633	20,000
Denver Art Museum 100 West 14th Avenue Parkway	Denver, CO 80204	23,500
Denver Art Museum, Becoming Van Gogh Exhibition 100 West 14th Avenue Parkway	Denver, CO 80204	300,000
Denver Art Museum, Collectors' Choice 100 West 14th Avenue Parkway	Denver, CO 80204	46,385
Denver Art Museum, DAM Uncorked 2012 100 West 14th Avenue Parkway	Denver, CO 80204	8,730
Denver Art Museum, General Exhibition & Programs 100 West 14th Avenue Parkway	Denver, CO 80204	100,000
Denver Botanic Gardens 909 York Street	Denver, CO 80206-3799	2,500
Denver Dumb Friends League 2080 So. Quebec Street	Denver, CO 80231-3298	6,500
Doe Fund 232 East 84th Street	New York, NY 10028	500
Ducks Unlimited, Inc. One Waterfowl Way	Memphis, TN 38120-2351	5,000
Eaglebrook School Pine Nook Road, Pine Nook Road	Deerfield, MA 01342	5,000
Fishers Island Community Center Box 464	Fishers Island, NY 06390	1,100
Fishers Island Conservancy PO Box 553	Fishers Island, NY 06390	100
Fishers Island Fire Department PO Box 123	Fishers Island, NY 06390	400
Freedom Institute Inc. 515 Madison Avenue, 26th Floor	New York, NY 10022	500

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified		
<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
George W. Bush Foundation, Bush Presidential Center PO Box 560887	Dallas, TX 75356-9733	100
George Washington's Fredericksburg Foundation 1201 Washington Avenue	Fredericksburg, VA 22401	5,000
Graland Country Day School, Annual Fund 30 Birch Street	Denver, CO 80220	24,000
Graland Country Day School, Commons Building 30 Birch Street, 30 Birch Street	Denver, CO 80220	100,000
Graland Country Day School, Parent Association Eagle Nest Egg 30 Birch Street, 30 Birch Street	Denver, CO 80220	1,500
Henry L. Ferguson Museum PO Box 554	Fishers Island, NY 06390	100
Heritage Foundation 214 Massachusetts Avenue NE	Washington, DC 20002	200
Hobe Sound Community Chest PO Box 511	Hobe Sound, FL 33475-0511	500
Horizons at Colorado Academy 3800 So. Pierce Street	Denver, CO 80235	150
Independence Institute 13952 Denver West Parkway, Ste 400	Golden, CO 80401-3141	250
Island Health Project, Inc. PO Box 344	Fishers Island, NY 06390	25,600
Junior Achievement, 2012 Colo Business Hall of Fame 1445 Market Street, Suite 200	Denver, CO 80202	9,000
Jupiter Island Medical Clinic 100 Estrada Square	Hobe Sound, FL 33455	1,000
Jupiter Medical Center Foundation South Old Dixie Highway	Jupiter, FL 33458-9972	1,000
Kent Denver School 4000 East Quincy Avenue	Englewood, CO 80110-9908	1,500

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
KIPP San Antonio 731 Fredericksburg Rd.	San Antonio, TX 78201	5,000
Lawrence & Memorial Hospital, Development Fund 365 Montauk Avenue	New London, CT 06320-9951	200
Lawrenceville School, Lawrenceville Fund PO Box 6125	Lawrenceville, NJ 08648	1,000
Millbrook School, Annual Fund School Road	Millbrook, NY 12545	2,000
Mizel Museum 400 South Kearney Street	Denver, CO 80224	5,000
Museum of Modern Art, Rockefeller Award 11 West 53 Street	New York, NY 10019	25,000
National Audubon Society Birdathon 613 Riversville Road	Greenwich, CT 06831	252
National Gallery of Art, Collectors Committee 2000B South Club Dr.	Landover, MD 20785	15,000
National Gallery of Art, The Circle 2000B South Club Dr.	Landover, MD 20785	10,000
National Jewish Health, Research Personalized Medicine 1400 Jackson Street	Denver, CO 80206	5,000
National Tay-Sachs/Allied Diseases NY, Lord Restricted Fund 1202 Lexington Avenue, Suite 288	New York, NY 10028	500
Navy SEAL Foundation 1619 D Street, Bldg 5326	Virginia Beach, VA 23459	200
Operation Comfort 4900 Broadway, #100	San Antonio, TX 78209	100

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Park People James Fleming House, 1510 S. Grant	Denver, CO 80210	1,000
Planned Parenthood Rocky Mountains 7155 E. 38th Avenue	Denver, CO 80207	100
Pomfret School PO Box 128	Pomfret, CT 06258-0128	20,000
Rocky Mountain PBS PO Box 173704	Denver, CO 80217	200
Saint Mary's Hall PO Box 33430	San Antonio, TX 78265-9974	500
Salisbury School 251 Canaan Road	Salisbury, CT 06068	3,000
Seeds of Hope 1300 South Steele Street	Denver, CO 80210-2599	6,000
Smithsonian Institution, 2012 Alumni Bd Annual Giving 1000 Jefferson Drive, SW, 4th Fl	Washington, DC 20013-7012	10,000
St. Luke's Episcopal School 15 St. Luke's Lane	San Antonio, TX 78209	500
St. Mary's Academy 4545 So. University	Englewood, CO 80113	500
St. Paul's School 325 Pleasant Street	Concord, NH 03301-2591	15,000
St. Timothy's School 8400 Greenspring Avenue	Stevenson, MD 21153	500
St. Timothy's School, Kate Ireland Archives Ctr 8400 Greenspring Avenue	Stevenson, MD 21153	500
Tall Timbers 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	500
Tall Timbers Foundation 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	1,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
Tall Timbers, 2013 Red Hills Spring Dinner 13093 Henry Beadel Drive	Tallahassee, FL 32312-0918	500
Tall Timbers, Quail Management 13093 Henry Beadel Drive	Tallahassee, FL 32312	2,500
Texas Christian University, General Fund TCU Box 297440	Ft. Worth, TX 76129	2,000
The Peregrin Fund, General Fund World Center for Birds of Prey 5668 West Flying Hawk Lane	Boise, ID 83709	5,000
Thomasville Antiques Show Fdn Inc. PO Box 1633	Thomasville, GA 31799	500
United States Seniors' Golf Association, USSGA Memorial Fund 49 Knollwood Road	Elmsford, NY 10523	500
University of Colorado Fdn, Macular Degeneration Research 4740 Walnut Street	Boulder, CO 80301	50,000
University of Colorado Fdn, Melanoma Study 4740 Walnut Street ,	Boulder, CO 80301	50,000
Univeristy of Denver, Academic Commons at Penrose Library 2199 So. University Blvd.	Denver, CO 80208	50,000
University of Denver Dept. 585	Denver, CO 80291	2,500
University of Denver, Chancellors Society 2199 South University Blvd. - MRB	Denver, CO 80208	5,000
University of Denver, Hamilton Collaborative: Visiting Artist Program 2190 E. Asbury Ave.	Denver, CO 80208	50,000

THE FREDERIC C. HAMILTON FAMILY FOUNDATION (54-2099318)
Cash Grants & Contributions Made During the Year Ended December 31, 2012

Recipient Name & Purpose of Contribution, if Specified

<u>Recipient Street Address</u>	<u>City/State/Zip</u>	<u>Amount</u>
University of Denver, Institute for the Advancement of the American Legal System 2044 E. Evans Ave HRTM Building, Suite 307	Denver, CO 80208-2101	25,000
University of Denver GSIS, 2012 Korbel Dinner Joseph Korbel School of Intl Studies PO Box 101884	Denver, CO 80250	10,000
US Sportmen's Alliance Foundation 801 Kingsmill Parkway	Columbus, OH 43229-1137	1,000
Utah Wetlands Foundation 136 South Main Street, #418	Salt Lake City, UT 84101	1,000
Vail Valley Foundation, Vail Global Energy Forum PO Box 309	Vail, CO 81658	25,000
Wake Forest University Box 7227	Winston-Salem, NC 27109	10,000
Walsh Park Benevolent Corporation PO Box 684	Fishers Island, NY 06390	100
World Monuments Fund 350 Fifth Avenue, Suite 2412	New York, NY 10118	5,000
Wounded Warrior Project WWP National Processing Center PO Box 758516	Topeka, KS 66675-8516	2,000
Yale Trap and Skeet Club Yale University, Dept. of Athletics PO Box 208216	New Haven, CT 06520-8216	100
		\$1,191,617.00

Form 990-PF Interest on Savings and Temporary Cash Investments Statement 1

Source	Amount
From Partnerships	57,504.
From Partnerships	4,788.
Other	40,249.
Total to Form 990-PF, Part I, line 3, Column A	102,541.

Form 990-PF Dividends and Interest from Securities Statement 2

Source	Gross Amount	Capital Gains Dividends	Column (A) Amount
From Partnerships	60,737.	0.	60,737.
From Partnerships	2,338.	0.	2,338.
Other	6,803.	0.	6,803.
Total to Fm 990-PF, Part I, ln 4	69,878.	0.	69,878.

Form 990-PF Other Income Statement 3

Description	(a) Revenue Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income
Ordinary Income from Partnerships	78,940.	61,589.	
Ordinary Income from Partnerships	17,349.	17,349.	
Total to Form 990-PF, Part I, line 11	96,289.	78,938.	

Form 990-PF Other Professional Fees Statement 4

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Investment Management Fees	8,501.	8,501.		0.
Other Management Fees	44,029.	44,029.		0.
To Form 990-PF, Pg 1, ln 16c	52,530.	52,530.		0.

Form 990-PF

Taxes

Statement 5

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
U.S. Excise Tax	13,009.	0.		0.
Foreign Tax Paid	3,350.	3,350.		0.
To Form 990-PF, Pg 1, ln 18	16,359.	3,350.		0.

Form 990-PF

Other Expenses

Statement 6

Description	(a) Expenses Per Books	(b) Net Invest- ment Income	(c) Adjusted Net Income	(d) Charitable Purposes
Other Expenses	221.	221.		0.
To Form 990-PF, Pg 1, ln 23	221.	221.		0.

Form 990-PF

Corporate Stock

Statement 7

Description	Book Value	Fair Market Value
Axial Capital	0.	0.
Bain Absolute Return	0.	0.
Bay Pond Offshore	500,000.	622,770.
Bay Resource Partners	0.	28,904.
Bluegold Global Fund	0.	0.
Brevan Howard Credit Catalysts	980,000.	1,094,327.
Brevan Howard Emerging Markets	0.	0.
Brevan Howard Ltd.	870,787.	1,025,264.
CamCap Energy	282,591.	77,442.
CamCap Resources	517,143.	118,988.
Coatue Offshore Fund	850,000.	1,116,757.
Convexity Cap	2,000,739.	4,518,759.
Expo Health Sciences	0.	0.
G-Star 2004-4	0.	0.
Healthcor Offshore	578,191.	550,547.
Indus Asia Pacific	0.	0.
JAT Capital	112,712.	8,884.
Laurion Capital	1,000,000.	1,056,587.
Maple Leaf	24,321.	2,728.
Moore Macro Managers	0.	0.

The Frederic C. Hamilton Family Foundation

54-2099318

OZ Europe Overseas Fund II	71,316.	16,928.
OZ Overseas Fund Ltd.	550,000.	1,226,211.
Redwood Opportunity Fund	850,000.	991,192.
Rose Grove Offshore	500,000.	545,946.
Samlyn Offshore	0.	0.
Sandstone Capital India Offshore	247,238.	9,942.
Sowood Alpha Fund	349,023.	7,861.
Steadfast International	1,000,000.	1,174,115.
Steelmill Fund	0.	0.
Templeton Global Summits	1,000,000.	1,070,882.
Viking Global Equities III	450,737.	1,255,243.
Water Street	300,000.	408,278.
Geosphere Fund	0.	0.
Lone Pinon	0.	390,469.
Miura Global Fund	0.	0.
Shepard Investments Intl Ltd.	0.	65,196.
Swiftcurrent Offshore	0.	9,342.
Tiger Asia Overseas	0.	117,361.
Tiger Global Ltd.	0.	2,670,161.
Blackrock Global Alpha Fund	1,750,000.	1,834,845.
Caduceus Capital Fund	300,000.	297,911.
Camber Capital Offshore	400,000.	446,632.
Discovery Global	500,000.	573,121.
Total to Form 990-PF, Part II, line 10b	15,984,798.	23,333,593.

Form 990-PF	Other Investments	Statement	8
Description	Valuation Method	Book Value	Fair Market Value
Clayton Dubilier and Rice	FMV	173,953.	222,318.
Denham Commodity Partner Fund IV	FMV	484,960.	653,189.
Highfields Capital	FMV	1,258,122.	1,278,430.
King Street	COST	2,701,553.	2,902,346.
Newport Asia Inst. Fund	FMV	558,035.	1,036,750.
Northern Trust Bonds	COST	3,317,309.	3,269,742.
Palo Alto Fund II	FMV	671,653.	402,681.
Pinetree FF	FMV	1,039,721.	1,040,762.
Remington Investment Strategies	FMV	1,135,211.	1,072,126.
Pivot Global	FMV	501,727.	474,504.
Evercore Diversified Market	FMV	828,449.	840,123.
Total to Form 990-PF, Part II, line 13		12,670,693.	13,192,971.

Form 990-PF

Part VIII - List of Officers, Directors
Trustees and Foundation Managers

Statement 9

Name and Address	Title and Avrg Hrs/Wk	Compen- sation	Employee Ben Plan Contrib	Expense Account
Frederic C. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Grantor & Trustee 0.00	0.	0.	0.
Jane M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Christy Hamilton McGraw 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Frederic C. Hamilton, Jr. 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Crawford M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Thomas M. Hamilton 1560 Broadway Suite 2200 Denver, CO 80202	Trustee 0.00	0.	0.	0.
Totals included on 990-PF, Page 6, Part VIII		0.	0.	0.

Form 990-PF

Part XV - Line 1a
List of Foundation Managers

Statement 10

Name of Manager

Frederic C. Hamilton
Jane M. Hamilton